



TEGNA

**Unlocking Shareholder
Value Through Creation
of Two Leading
Companies**

September 7, 2016

Forward-Looking Statements

Any statements contained in this communication that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward looking statements may include statements with respect to TEGNA's potential separation of Cars.com from TEGNA and the distribution of Cars.com shares to TEGNA's shareholders, the expected financial and operational results of TEGNA and Cars.com after the separation and distribution, the evaluation of strategic alternatives for CareerBuilder, and changes to TEGNA's management. Any forward-looking statements contained herein are based on our management's current beliefs and expectations, but are subject to a number of risks, uncertainties and changes in circumstances, which may cause actual results or company actions to differ materially from what is expressed or implied by these statements. Such risks, uncertainties and changes in circumstances include, but are not limited to: uncertainties as to the timing of the spin-off or whether it will be completed, the failure to satisfy any conditions to complete the spin-off, the expected tax treatment of the spin-off, the impact of the spin-off on the businesses of TEGNA and Cars.com, and uncertainties as to the results of the evaluation of strategic alternatives for CareerBuilder, whether such evaluation will result in a transaction, and the failure to achieve anticipated benefits of any such potential transaction. Economic, competitive, governmental, technological and other factors and risks that may affect TEGNA's operations or financial results are discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and in subsequent filings with the U.S. Securities and Exchange Commission. We disclaim any obligation to update these forward-looking statements other than as required by law.

Summary

Transaction Summary



- Spin-off of Cars.com business to TEGNA shareholders (expected to be tax-free)
 - Creates two strong, market-leading, publicly traded companies – TEGNA (NYSE: TGNA) and Cars.com (ticker: CARS)
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Strategic Review



- Exploration of strategic alternatives for CareerBuilder; owned by TEGNA (53%), Tribune Media (32%) and The McClatchy Company (15%)
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Capital Allocation



- Both companies will have strong balance sheets
 - Existing debt to remain with TEGNA
 - TEGNA expects to receive a one-time cash dividend from Cars.com
 - TEGNA to continue to pay strong quarterly dividend
 - TEGNA anticipates it will resume share repurchases following close of spin-off and will continue to pursue investments in organic growth and opportunistic acquisitions
 - Cars.com will have modest leverage and will invest cash flows in strategic growth initiatives, including acquisition opportunities
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Timing/ Approvals of Spin



- Transaction expected to be completed in the first half of 2017
 - Expect to file Form 10 later today
-

Post-Spin Leadership



- Gracia Martore retiring as president, chief executive officer and a member of TEGNA's Board of Directors upon completion of the spin-off
- Dave Lougee will serve as TEGNA CEO, president and board member
- Alex Vetter will serve as Cars.com CEO, president and board member

How We Got Here

Gannett announces strategic transformation plan and holds first ever Investor Day

FEB 2012

Gannett acquires 20 broadcast stations from Belo

DEC 2013



Gannett completes acquisition of Cars.com

OCT 2014

TEGNA announces planned spin-off of Cars.com

SEPT 2016

AUG 2013

Gannett launches G/O Digital



JUL 2014

Gannett acquires six stations from London Broadcasting Company

JUN 2015

Gannett completes separation into two independent companies – TEGNA and Gannett

Strategic Rationale

More accurate valuations that reflect distinctive business characteristics

Tailored capital structures based on profitability, cash flow, and growth opportunities

Greater opportunity for each independent company to pursue **organic growth** plans

Improves flexibility for each business to pursue value-enhancing acquisitions appropriate for unique strategies

More targeted investment opportunities for shareholders

CARS.COM SPIN-OFF IS THE NEXT LOGICAL STEP IN TEGNA'S TRANSFORMATION

High Valuations For Cars.com Peer Group

High valuations globally in capital markets and M&A transactions

Digital auto-related companies with business models and market positions similar to Cars.com consistently trade at high multiples

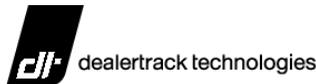
- Market leaders are valued at mid-to-high teens forward EBITDA multiples
- Valuations high across geographic regions
- Rewarded by the market for growth opportunities

Strong public market valuations have been validated by M&A market

EBITDA multiples paid for companies listed below range from mid-teens to low-twenties

- Thoma Bravo reached an agreement to acquire TRADER Corporation in July 2016 for \$1.2bn
- XIO Group acquired J.D. Power in April 2016 for \$1.1bn
- IHS acquired CarProof in December 2015 for \$460mm
- Cox Enterprises acquired DealerTrack in June 2015 for \$4.5bn

J.D. POWER



TRADER



Creating Two Industry Leaders

TEGNA



46 TV stations

36M households or ~1/3 of U.S. market

Largest independent owner of



Strongest balance sheet among peers

Strong cash flow generation

Proven M&A track record

GO DIGITAL local marketing solutions



Top online automotive marketplace for consumers, dealers and OEMs



35M monthly visits

Highly attractive advertising vertical

A leader in time on-site for automotive mobile and desktop



Strong EBITDA and revenue growth

Rapidly growing, consolidating sector with high valuations

CareerBuilder Strategic Review



- 1 Global leader in human capital solutions – industry’s most comprehensive, integrated offering
- 2 Leading online job site in the U.S.
- 3 +14 million unique visitors per month
- 4 Continued successful transition to fast-growing, higher margin SaaS business
- 5 Operates in more than 60 markets worldwide
- 6 Positions TEGNA and Cars.com as pure-plays

ANY TRANSACTION PROCEEDS EXPECTED TO PROVIDE FURTHER FINANCIAL FLEXIBILITY FOR TEGNA

Two Exceptional CEOs



Alex Vetter

- One of the original members of Cars.com management
- Named chief executive officer and president in 2014
- Has grown Cars.com to approximately 1,300 employees serving every local market in the U.S.
- On the boards of several digital technology companies, including RepairPal.com, a leading automotive marketplace for service and repair



Dave Lougee

- Currently serves as president of TEGNA Media
- Joined Gannett as President of Broadcasting in 2007
- 9 years with Belo in various roles
- Inducted into Broadcasting & Cable Hall of Fame in 2015
- Awarded First Amendment Leadership Award by RTDNF
- Serves on a number of industry boards, including Joint board chairman of the National Association of Broadcasters (NAB)

TEGNA

Industry Leading Portfolio



Vision for the Future

Leverage scale and secure foundation to capitalize on future digital TV initiatives

Multiple opportunities to invest in and/or acquire broadcast-specific and adjacent businesses

Dedicated focus on operational initiatives to extend “runway” through performance & innovation

Committed to a disciplined capital allocation policy



Vision for the Future

Dedicated focus on continued innovation within growing marketplace

Multiple opportunities for growth through new product launches and expansion into new areas

Greater flexibility to pursue M&A and participate in sector consolidation

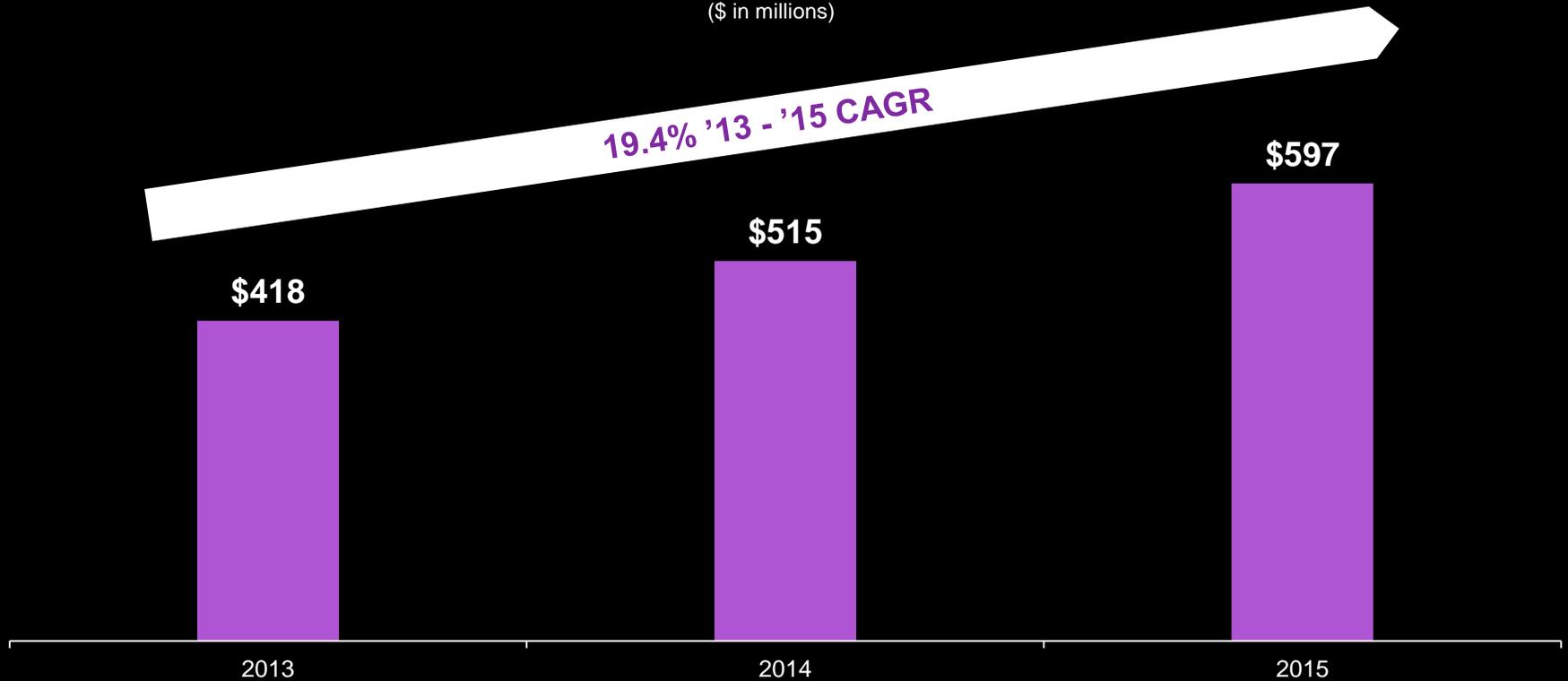
Benefits from capital structure and allocation aligned with business needs and opportunities

Planned spin-off expected to result in trading multiple in line with other digital companies

A High-Growth Business

Revenue

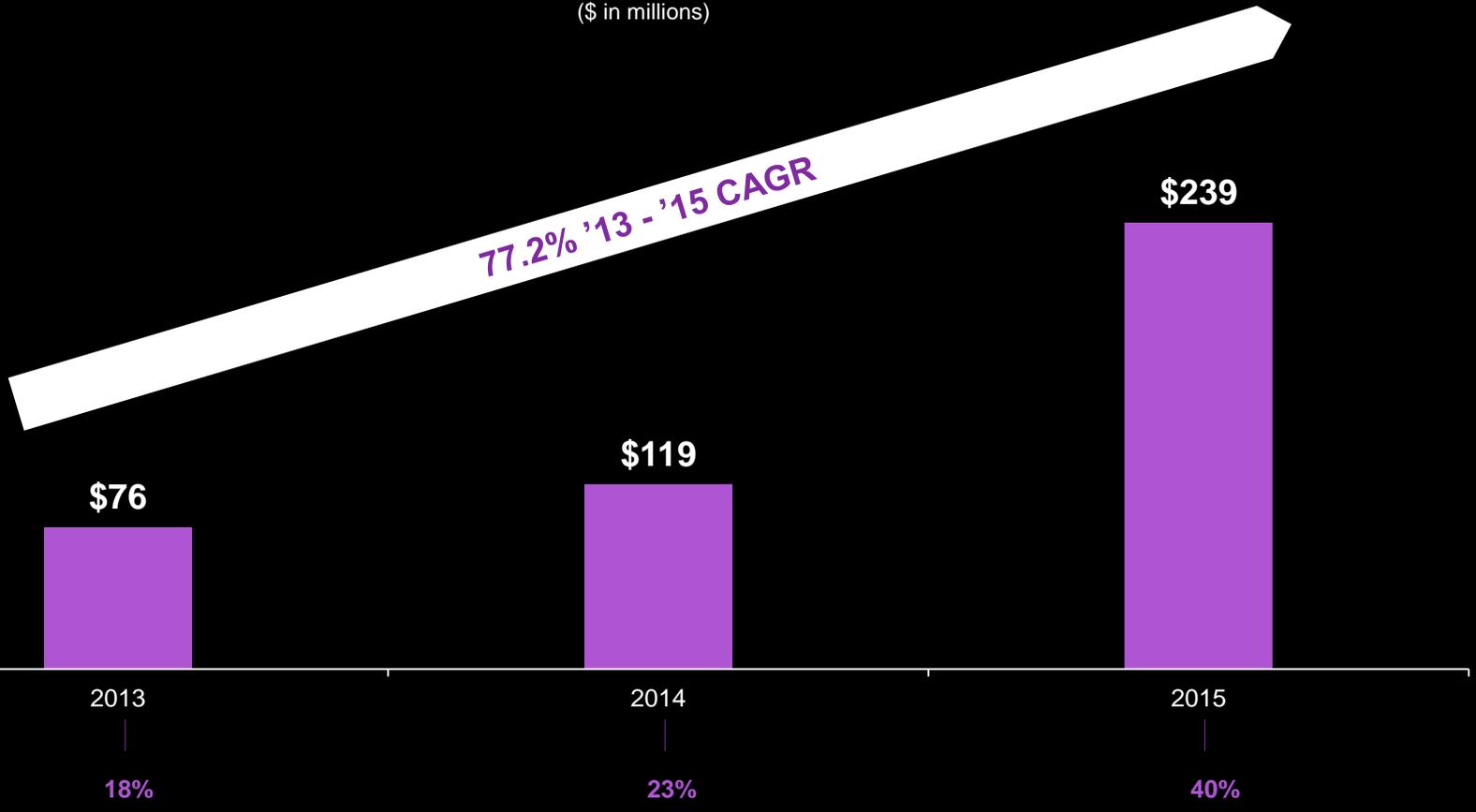
(\$ in millions)



A High-Margin Business

Adjusted EBITDA

(\$ in millions)

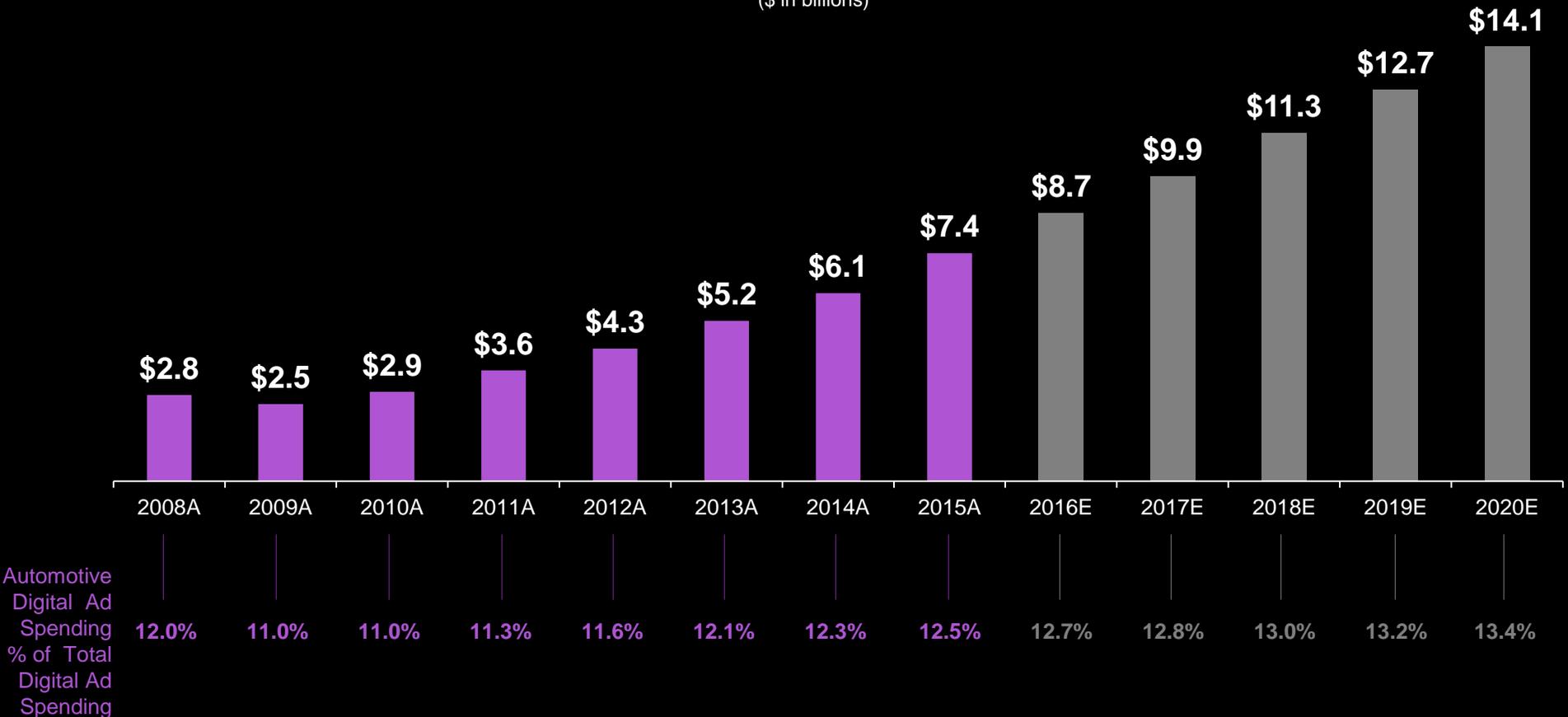


13 Note: 2014 Adjusted EBITDA includes certain share-based compensation expenses related to the sale of Cars.com in 2014. Adjusted EBITDA, which is a non-GAAP term, is defined as net income from continuing operations before (1) interest, (2) income taxes (which Cars.com does not recognize due to its classification as a flow-through entity during the applicable periods), (3) non-operating items, which is a non-GAAP term, are primarily comprised of gains on marketable securities held in trust and interest income, (4) depreciation and (5) amortization. Refer to appendix for more information.

Strong Growth in Automotive Digital Ad Spending

U.S. Automotive Industry Digital Ad Spending

(\$ in billions)



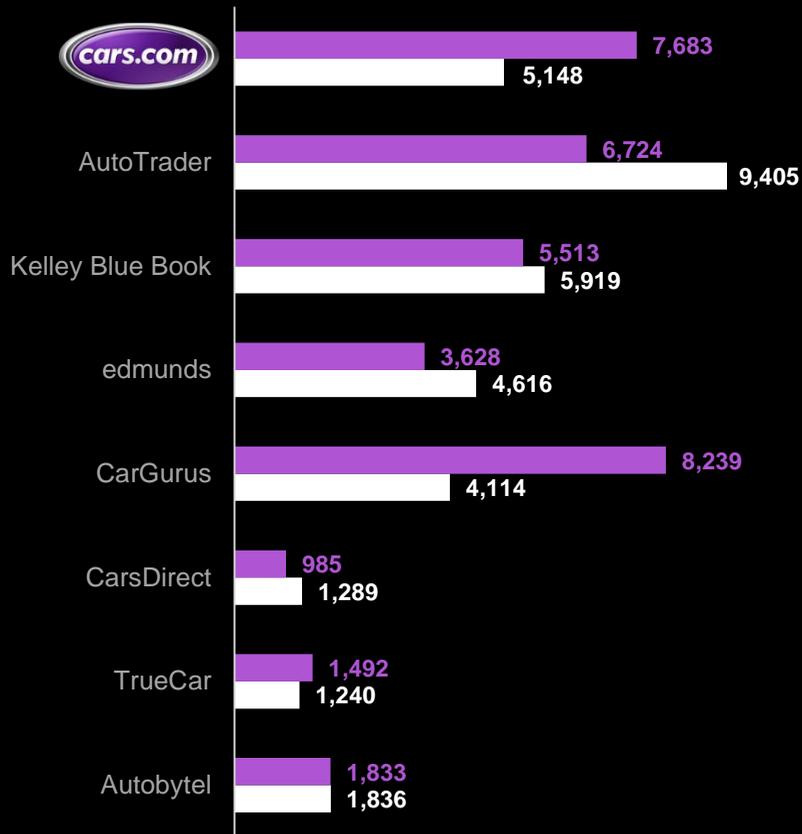


A Proven Leader in Driving Consumer Engagement

Aug 2015-July 2016 Average

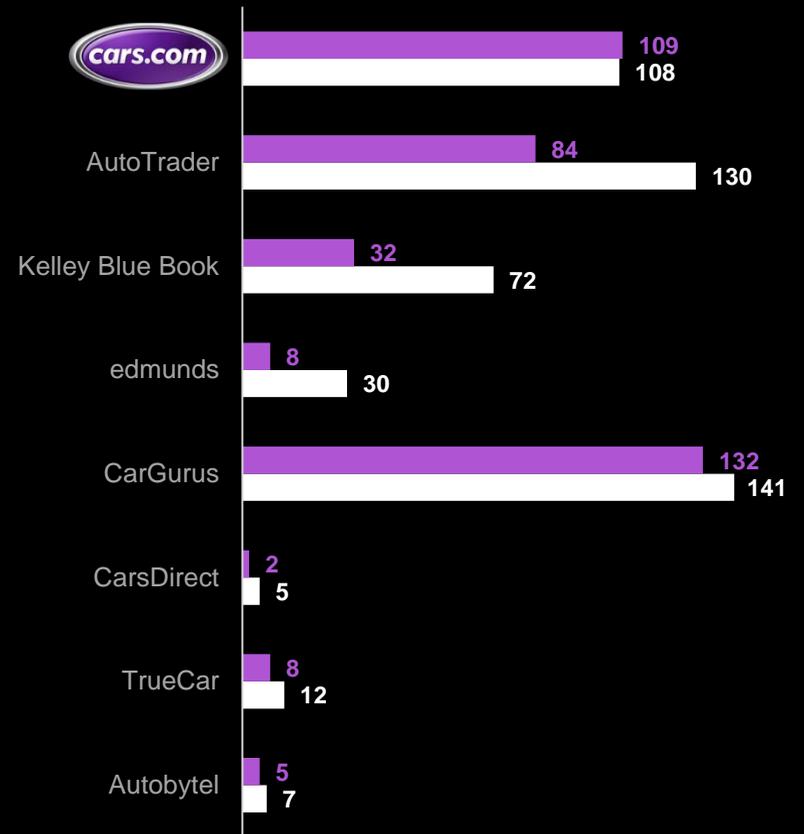
Unique Visitors

Monthly UVs (000's)



Time on Site

Minutes (MM)



■ Mobile ■ Desktop

Financial Highlights – Spin-Off Transaction

Both companies will have strong balance sheets and tailored capital return policies

Expected to result in increased growth and appropriate market valuations

Existing debt to remain with TEGNA

TEGNA expects to receive a one-time cash dividend from Cars.com immediately prior to the spin-off that will be used to maintain TEGNA's strong credit rating

TEGNA to continue to pay strong dividend

TEGNA plans to resume share repurchases following close of spin-off

Cars.com not expected to pay dividend initially – cash flow will be focused on investment in growth initiatives

Spin-off expected to be tax-free to TEGNA shareholders

Key Takeaways

1

Logical next step in successful ongoing transformation of TEGNA

2

Creates two industry-leading companies of substantial scale

3

Financially & strategically compelling transactions unlock significant shareholder value

4

Both companies will have strong, flexible balance sheets and capital structures tailored to their individual businesses

5

Cars.com is in an exceptional position in highly valued digital automotive sector – unique investment opportunity for investors

6

Exploration of strategic alternatives for CareerBuilder expected to provide further financial flexibility for TEGNA



Q&A

The background features a complex network of thin, dark blue lines crisscrossing across a light purple gradient. Small, dark blue dots are placed at various points along these lines, creating a sense of depth and connectivity, similar to a neural network or a data visualization.

Appendix

Non-GAAP Measure

We use Adjusted EBITDA as a non-GAAP financial performance measure to supplement the financial information presented on a GAAP basis. This non-GAAP financial measure should not be considered in isolation from or as a substitute for the related GAAP measure, nor should it be considered superior to the related GAAP measure, and should be read together with financial information presented on a GAAP basis. Also, our non-GAAP measure may not be comparable to similarly titled measures of other companies. We define adjusted EBITDA as net income from continuing operations before (1) income taxes (which Cars.com does not recognize due to its classification as a flow-through entity during the applicable periods), (2) non-operating items (which are primarily comprised of gains on marketable securities held in trust and interest income), (3) depreciation and (4) amortization. When Adjusted EBITDA is discussed in reference to performance, the most directly comparable GAAP financial measure is Net income from continuing operations. We use Adjusted EBITDA, a non-GAAP financial performance measure, for purposes of evaluating our performance. Therefore, we believe that this measure provides useful information to investors by allowing them to view our businesses through the eyes of our management and Parent's Board of Directors, facilitating comparison of results across historical periods, and providing a focus on the underlying ongoing operating performance of our businesses. Users should consider the limitations of using Adjusted EBITDA, including the fact that such measure does not provide a complete measure of our operating performance. Adjusted EBITDA is not intended to be an alternative to net income from continuing operations as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. In particular, Adjusted EBITDA is not intended to be a measure of free cash flow available for management's discretionary use, as Adjusted EBITDA does not consider certain cash requirements, such as working capital needs, capital expenditures, and contractual commitments.

Reconciliations of Adjusted EBITDA to net income from continuing operations presented in accordance with GAAP on our Statements of Income related to Cars.com are presented below:

<i>In thousands of dollars</i>	Year ended December 31		
	2014		
	2015	(Pro Forma)	2013
Net income from continuing operations	\$157,838	\$36,925	\$69,242
Income taxes	—	—	—
Non-operating items	(105)	(281)	(1,901)
Operating income	157,733	36,646	67,341
Depreciation	8,160	9,482	8,666
Amortization	72,658	72,658	—
Adjusted EBITDA (non-GAAP)	\$238,551	\$118,784	\$76,007